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BUSINESS CODE OF CONDUCT FRAMEWORK

Mission Statement:
To be the leading "Information Management & Communications" Products, Solutions & Services company - enable our customers adopt new technologies & to use information for their growth.

Our Culture:
A professionally managed organization with an encouraging & nurturing culture which believes in high performance using optimum resources.

Our Values
Success of our customers, employees & shareholders.

As an employee of the Company, you can support our mission by:

- Acting with honesty and integrity in all matters relating to the Company.

- Being accountable for your actions taken or purported to be taken on the Company's behalf, including, without limitation, such actions taken while on Company's property or while using the Company’s electronic communications systems.

- Seeking guidance from your supervisor or the Human Resources Department Head, when you are in doubt about how to proceed on the Company's behalf.
Our Business Code of Conduct Summary of Core Principles

Introduction

INFLOW, and its subsidiaries (hereinafter referred to as, the “Company”, “we”, “us” and “our”) is committed to maintaining and perpetuating the highest standards of business conduct. These principles flow through all of our dealings including our relationships with our employees, customers, suppliers, shareholders, competitors, and the communities in which we operate.

This Business Code of Conduct (the “Code”) has been developed to help further the Company’s key values and to illustrate our commitment to unquestionable organizational integrity. The Code sets out the values and standards that guide us in the conduct of our business. Although we operate in various geographic areas, our values and the Code have universal applications. This Code applies to every division, location and employee and should be an integral part of our daily actions. The Company will not do business with entities and individuals who explicitly inform their unwillingness to comply with the spirit and letter of the Code as well as all applicable laws and regulations.

The Code of Conduct applies to those representing or acting on behalf of the Company, including all employees, contractors, representatives, and agents of the Company (collectively referred to herein as “employees” or “Agents”)

INFLOW Employees

We will treat each other with respect and fairness at all times. We are dedicated to maintaining uniform equal opportunity employment practices. We will respect each other’s privacy and treat each other with dignity and respect regardless of age, race, color, sex, gender, sexual orientation, religion, genetics, disability, national origin or nationality. We are committed to providing a safe and healthy work environment for all employees.

INFLOW Customers

We are committed to providing high quality, competitive pricing and honest transactions. All dealings with our customers will be conducted lawfully and ethically.

INFLOW Suppliers

We will deal honestly and fairly with our suppliers. We will source products and services without discrimination, in a manner supportive of mutually beneficial, long-term relationships.

INFLOW Competitors

We will compete aggressively, but fairly, for business and will base our efforts on the qualities of our value proposition.

INFLOW Communities

We are responsible corporate community members. Our policies are designed to comply with all applicable international, national and local laws. We will strive to contribute to our communities through the encouragement of employee involvement and corporate benevolence.

INFLOW Shareholders

We are committed to actions that provide a superior return on investment for our shareholders. We aim to protect and increase the value of their holdings by seeking to optimize the utilization of our assets.
Our Business Code of Conduct Guidelines

Introduction

This Code guides our decisions and actions. The Code is an articulation of essential values and represents a structure for decision-making. We ultimately rely upon individual actions of our employees across the region regarding our integrity, reputation and profitability. Every employee is personally responsible for ensuring their own and their colleagues’ compliance with this Code.

The Code must be interpreted and applied within the framework of the laws and traditions of the jurisdictions in which we operate, as well as taking into consideration INFLOW policies and good common sense. We must be conscious of avoiding circumstances and actions that give even the appearance of an impropriety or wrongdoing.

The Code and its attendant Policies are updated from time-to-time. The current versions are those placed on the Company’s Website. Any revisions or updates will be communicated to all employees and posted on the Company website. It is each employee’s responsibility to ensure he or she remains up to date with such changes.

INFLOW will conduct periodic reviews of this Code and the Company’s policies and will ensure that all necessary measures are in place to evaluate awareness, implementation and effective compliance with the Code and its objectives throughout the Company.

Standards of Conduct

I. Our Work Environment

A. Equal Employment Opportunity

INFLOW is an equal opportunity employer and does not discriminate on the basis of race, creed, color, national origin, nationality, sex (including pregnancy), gender, age, marital status, handicap, disability, citizenship status, veteran status, sexual orientation, genetics or religion. We recruit in this regard, not only to comply with laws against discrimination, but also because we believe that it is good business practice. This policy applies to all terms and conditions of employment including, but not limited to, recruitment, employment, work assignments, promotions, compensation, leaves of absence, education/training, discipline and, when necessary, termination. The Company will make reasonable job-related accommodations for any qualified employee with a disability when notified by the employee that he/she needs an accommodation provided the employee presents appropriate documentation substantiating the requested accommodation.

B. Employee Accountability

Our employees will be held accountable for their actions and are expected to act openly, honestly and with integrity. Employees must comply with the law. Any employee that becomes aware of potential violations of the Code and any Company Policy must immediately alert the Company.

No employee will suffer any retaliation by the Company (directly or indirectly) due to a report made in good faith. Retaliation against any employee who reports a concern is a violation of this Code, and the individual(s) will be subject to discipline. Employees with any concerns should contact the supervisor or the HR Department Head.

C. Drug and Alcohol Abuse

The Company is committed to providing a drug-free work environment. The possession, distribution or use of any illegal substances on Company premises, parking lots, storage areas or job sites or when performing Company business is strictly prohibited. Similarly, the abuse of alcohol, medications or any other substance that may impair the employee in the workplace or when performing Company business is not in the Company’s best interest and violates this Code. The implementation of this policy is a result of INFLOW’s belief that the impairment of any employee, due to his/her abuse of alcohol, medications or any other impairing substances, is likely to result in the risk of injury to the impaired employee, other employees or to third parties.

Employees who are taking prescription drugs that may impair their ability to work are under a duty to report this to their Human Resources representative who will maintain the confidentiality of the disclosure and handle the information appropriately. Providing this information is necessary to ensure the protection of the employee and for safety purposes in the event the employee experiences an adverse reaction to the drug while at work, or so the employee is not falsely accused of taking an illegal substance or being improperly impaired while in the workplace. If you require a reasonable accommodation as a result of taking prescription drugs, you should contact your Human Resources representative who will develop an appropriate accommodation, if reasonably available, and handle the information appropriately.

The Company is committed to safeguarding the confidentiality of employee information and respecting employee privacy, especially where matters regarding medical and personal information are involved. As long as maintaining the privacy of such information is needed for legitimate purposes, the Company shall maintain such employee records in confidence. The Company may also release such information when the employee signs a release for the transfer of such information to designated persons or agencies.
Any employee who works while impaired or becomes impaired while at work may be subject to severe disciplinary action including, without limitation, suspension, termination, or any other penalty appropriate under the circumstances. When an employee is involved in the use, possession, transfer, or sale of a substance in violation of criminal laws, the Company may notify appropriate authorities.

D. Anti-Harassment

It is Company policy that all employees have the right to work in an environment free from all forms of discrimination and conduct that can be considered harassing, coercive or disruptive, including, without limitation, sexual and racial harassment. The Company believes that sexual harassment is a form of misconduct that undermines the integrity of the employment relationship and strictly prohibits it in any form, including unwelcome sexual advances and oral statements or physical conduct of a sexual nature. Similarly, racial harassment, including racially derogatory language or conduct and any other conduct that creates a hostile or offensive workplace is prohibited.

The Company will not tolerate harassment of any nature and will investigate all reported incidents of harassment promptly and confidentially. Persons who are guilty of harassment will be subject to appropriate disciplinary action, up to and including termination.

E. Maintaining a Safe and Healthy Workplace

INFLOW is committed to ensuring that all Company facilities operate under the core goal of providing its employees a workplace free from recognized safety and health hazards. The health and safety of our employees, customers, vendors and the communities in which we operate is paramount in all we do. The Company is dedicated to source reduction, recycling and other responsible methods of waste management. Employees and local management are responsible for ensuring that the Company complies with all provisions of local health and safety laws.

F. Environmental Concerns

The Company is committed to reducing waste and minimizing its impact on the environment. We recognize our role as a corporate citizen, and we are committed to working with our employees, suppliers, customers, the public and environmental agencies to conduct our operations in an environmentally sound manner.

G. Electronic Communications Systems

All employees must use the Company’s electronic communications systems (“ECS”) responsibly. As used herein, ECS includes, but is not limited to, the Company’s network (including by remote access), computers, workstations, software, hardware, Internet/Intranet, electronic messaging systems (“e-mail”), instant messaging systems, fax machines, PDA/smartphone devices, voicemail, telephones, pagers, cellular phones and access through the Company network to any public network services (e.g., the Internet, telephony). All information and data created, stored, transmitted, received, or contained on the Company’s ECS is the property of the Company to the extent permitted by applicable laws and regulations. The Company reserves the right to monitor, access, review and disclose all content stored, transmitted, received, or contained on its ECS in accordance with applicable laws and regulations while using appropriate controls to protect an employee’s privacy. This includes monitoring use of the Internet, e-mail, instant messaging, voicemail, etc. Users should have no expectation of privacy with respect to any electronic transmissions using Company’s ECS. Therefore, users are reminded to use the utmost care and professionalism when using the Company’s ECS. Employees are prohibited from the unauthorized copying or distribution of software using the Company’s ECS without express authorization of the Information Technology Department.

Personal use of the Company’s ECS is permitted so long as it does not interfere with job performance, consume significant resources and time, give rise to more than nominal additional costs, or interfere with the activities of the employee’s job responsibilities and duties.

H. Privacy and Data Protection

The Company is committed to data privacy and data protection and takes such responsibilities seriously. INFLOW complies with applicable data privacy and data protection laws in countries in which it operates.

Specific laws applicable in the state, country or countries where personal data is collected or held or otherwise processed, may require additional policies specific to comply with applicable law. Policies designed to comply with such laws and regulations may impose restrictions on how the Company may process personal data.

I. Pornography

The possession, distribution or viewing of pornographic materials on Company property or using Company’s ECS (as defined in Section I.G. above) violates this Code and will be subject to appropriate disciplinary action, up to and including termination.

Some countries have enacted reporting requirements that must be complied with whenever child pornography is found on a company’s network. You must promptly notify the Human Resources Department if you have knowledge about the existence of any pornography, but especially child
pornography on the Company’s ECS or premises so that appropriate action may be taken.

J. Employment of Government Officials and Employees

Applicants for employment with Company may from time to time include active or former government employees. No active employee of any government agency shall be retained by Company to perform legal, consulting or other services related to a matter within the scope of his or her official government duties. Additionally, applicable rules and regulations may prohibit the employment of, or limit the duties assigned to, former government officials or employees.

K. Community

It is INFLOW policy to support the organizations and activities of various welfare communities. The Company supports worthwhile civic and charitable causes and encourages its employees to do the same.

II. Business Interactions

A. Conflicts of Interest

Employees are expected to devote their best efforts to the interests of the company and conduct of its affairs. Employees should avoid actions or relationships that might conflict or appear to conflict with your job responsibilities or the interests of the Company. This includes romantic relationships with certain other employees and accepting gifts that violate the Company’s Gifts and Entertainment Policy.

The company recognizes the right of employees to engage in activities outside of their employment here that are of a private nature and unrelated to the Company’s business. However, a policy of full disclosure will be followed to assess and prevent potential conflicts of interest arising, and certain activities are prohibited unless there is prior written approval of a member of the management team.

B. Dealings with Customers

The Company is committed to meeting customers’ needs and offering quality products and services at competitive terms and prices to its customers. We will sell products and services fairly, honestly and impartially and will not pursue any sale that requires us to act unlawfully or in violation of these standards. All employees should market products and services on their merits, competitive pricing, advantages and superior quality, rather than through the disparagement of competitors, their products and services.

C. Dealings with Vendors and Suppliers

It is INFLOW policy to purchase all equipment, supplies and services on the basis of professionalism and reputation. Our suppliers, vendors and subcontractors will be treated with fairness and integrity and without discrimination. We will purchase products and services fairly, honestly and impartially and will not pursue any purchase that requires us to act unlawfully or in violation of these standards. All employees should purchase products and services on their merits, competitive pricing, advantages and superior quality, rather than through the disparagement of competing products and services.

D. Confidential Information

While employed by the Company you may become aware of or have access to confidential and/or proprietary information related to our business (“Company Confidential Information”). As used herein, Company Confidential Information includes, but is not limited to, Company trade secrets and confidential corporate information including, without limitation, internal telephone lists and directories, passwords, organizational charts, engineering data, financial data, sales figures, proposed new services and products, advertising and marketing programs or promotions, lists of actual or potential customers and suppliers, wage and salary or other personnel information, capital investment programs, projected earnings, changes in management or policies of the Company, test data, suppliers’ pricing, and confidential contractual terms. Employees shall not, at any time, whether during or after employee’s employment by the Company, directly or indirectly, by any means or devices whatsoever, (i) use any Company Confidential Information, or (ii) disclose any Company Confidential Information to or permit the use of any Confidential Information by any person, firm, corporation, or any other entity, in each case, except as required in the course of employee’s employment with the Company and for purposes of the Company’s business.

To protect Company Confidential Information, you must adhere to the following guidelines:

- You may use Company Confidential Information only for the benefit of the Company;
- You may disclose Company Confidential Information to other employees or other individuals or entities only as necessary to conduct the Company’s business;
- You must maintain and dispose of internal records containing Company Confidential Information with due care to ensure that such information is not inadvertently disclosed; and
- You must not disclose Company Confidential Information in public places or in discussions with family members or friends.

If you are approached by someone outside the Company seeking information about the Company or its business activities, do not answer them unless you are certain that you
are authorized to do so. All press inquiries should be referred immediately to one of the Company’s Public Relations professionals. Any request for information from lawyers, investigators, regulators or law enforcement officials should be referred to the Legal Department.

When you joined the Company you may have signed a non-disclosure clause (as part of the appointment letter) that remains in effect. Such agreements will be strictly enforced by the Company.

E. Consultants and Agents

When it is required that we engage an individual or a firm as an Agent to provide services to the Company, we must avoid any conflict of interest between the Company and the Agent. It is Company policy that Agents of the Company adhere to the standards of conduct applicable to employees under this Code or any applicable laws, rules or regulations. Each employee that engages an Agent has a duty to notify the Agent of this Code.

F. Social Media

Social media represents a fundamental opportunity for the Company to evolve its means and style of interaction with customers, vendors, business leaders, and the public, as well as expand and deepen such interactions. The Company trusts that all employees will act ethically, responsibly and professionally and exercise good judgment in professional interactions including when communicating on such sites.

The Company acknowledges that employees may participate in social and electronic media across both business and personal activities. It is important that employees remember that any information placed on these platforms can easily become public and should be treated accordingly. Even if your social media activities take place entirely outside of work, they can influence your ability to conduct your job responsibilities, your colleagues, and the Company’s business.

III. Compliance with Laws

A. Political Contributions

INFLOW will comply with all country, national, state and local laws regulating its participation in political affairs including contributions to political parties, national political committees, or individual candidates.

You may make a personal political contribution to a candidate or political action committee of a party only with non-reimbursable personal funds. Any involvement in political activities must occur during your personal time and shall not interfere with your work. If you engage in political activities, you must make every effort to ensure that you do not create an impression that you speak or act for the Company.

B. Export Control

It is our policy to comply fully with applicable export and trade control laws of jurisdictions in India.

Trade restrictions take many forms including, but not limited to, bans on (i) exports to a sanctioned country; (ii) imports from, or dealings in property originating in, a sanctioned country; (iii) travel to or from a sanctioned country; (iv) new investments in a sanctioned country; and (v) financial transactions and dealings involving a sanctioned country or designated individuals or entities. These export control laws restrict sales or transfers of materials, goods, services, technology and technological data to prohibited countries, entities and/or individuals. Generally, the restrictions are intended to protect national security and apply to products or technology that could have significant military uses. These restrictions may also impose licensing requirements for export of certain products or technology. An export is not just the transfer of a physical commodity—it can include the transfer of restricted information to a national or another country set forth in an email, on a computer or computer media, or during oral discussions either in person or over the telephone or instant messaging. In all dealings related to the Company, be certain you know and comply with the applicable laws, rules and regulations.

C. Antitrust and Competition Laws

... Many countries have enacted "competition" laws ("Competition Laws"). These laws prohibit "restraints of trade" or anti-competitive behavior such as price fixing, restrictive agreements, exclusive or reciprocal dealings, price inducements, boycotts and discriminatory allowances. Their purpose is to ensure that markets for goods and services operate competitively and efficiently, so that customers and sellers enjoy the benefit of open competition. The Company must compete aggressively and fairly in the marketplace without violating the Competition Laws.

Penalties for violations of these laws are severe and can include criminal convictions for companies and/or employees. Thus, strict compliance by INFLOW employees with Competition Laws is essential. These laws are very complex.

1. Some types of conduct are always illegal under the antitrust laws and the competition laws of certain countries. Employees and other representatives of the Company must be alert to avoid even the appearance of such conduct, which includes, by way of example, agreements with competitors to:
   - fix prices or other economic terms of a transaction;
   - allocate or divide markets, customers or territories;
2. Other activities are not absolutely illegal, but will be legal in some market situations and illegal in others. Some examples of this type of conduct include, but are not limited to:

- "predatory" pricing or pricing below cost;
- exclusive dealing without appropriate limitations;
- reciprocal purchase agreements that condition purchases on sales to the seller;
- "tying" arrangements that condition sale of one product to the purchase of an additional product or service;
- "bundling" or market share discounts in which the final price depends on the customer's purchase of multiple products or allocating a specified percentage of the customer's total purchases to the Company's products;
- "price discrimination" or selling to different purchasers at different prices without complying with the specific exceptions permitted under the law; and
- establishing maximum resale prices or price levels of the Company's goods or services.

Employees shall not enter into any arrangement or understanding with a competitor that could be construed as allocating customers among competitors; dividing markets, territories, products or services; restricting or allocating exports or imports; or controlling or limiting the production, quality or research related to products or services. Furthermore, you may not, under any circumstances, discuss or compare with Company’s competitors information concerning, pricing policy, terms and conditions, costs, profit margins, inventories, marketing plans, bidding strategy or plans, market surveys or studies and any other proprietary or confidential information. Coordination or discussion of these sensitive areas may be construed as illegal, anti-competitive conduct, even if they are discussed in the context of a trade or industry association meeting.

This Code is not intended as a comprehensive review of the Competition Laws, and is not a substitute for expert advice. If any employee has questions concerning a specific situation, he or she must contact the Legal Department before taking any action.

E. Integrity, Ethics and Anti-Bribery Policy

The Company seeks to avoid even the appearance of impropriety in its dealings. INFLOW is concerned with whether making a payment or payments (while not illegal or clearly unethical alone) could create a conducive atmosphere to questionable practices, and whether any payments might be interpreted as improper if publicly disclosed.

At all times, the Company’s business and other activities must be conducted with integrity and conform to all applicable laws and regulations. Wherever applicable, INFLOW requires its suppliers and customers to conduct business in accordance with the U.S. Foreign Corrupt Policy Act (“FCPA”) and UK Bribery Act 2010 (“UK Bribery Act”).

INFLOW Business code of conduct prohibits our employees and agents from paying or authorizing payment of any money or other thing of value to any official in order to influence any act within the official’s capacity to or induce the official to assist in obtaining business for such companies. Such transactions may violate the laws of the country in which the company is conducting business. This code also prohibits the use of third parties, such as consultants or sales agents, from making improper payment to any official.

INFLOW Business Code of Conduct makes no distinction between commercial entities and government officials. All bribes (offered or received), regardless of the value of the bribe or the type of entity the individual is attempting to influence, are violations of the code.

The Company does not permit or authorize facilitation payments under any circumstances, regardless of the legality in the local jurisdiction.

You must not, directly or indirectly, offer, authorize, promise or receive anything of value to/from a commercial or government official or employee that could be construed as an inducement or bribe to promote the Company’s business interests. Under NO circumstances, payments or gifts to government employees to expedite or facilitate routine government action, such as clerical or ministerial tasks permissible, even if allowed under the law of the country in which the payment would be made. You should consult with the Legal Department if you have any doubt about whether a payment could be considered a facilitation payment. Moreover, prior to retaining any agent or consultant to assist in a sale to any entity, and especially, government-owned businesses, you should consult with the Legal Department for guidance.

When receiving or providing corporate hospitality Employees must always remain aware that such hospitality could be deemed to be illegal w if it is determined that it would “subvert the duties of good faith or impartiality that the recipient owes his or her employer.”

F. Gifts, Favors, Entertainment & Hospitality Policy

Business gifts and entertainment are courtesies designed to build understanding and goodwill among people in a business relationship, and in some cultures they play a very important role. Problems arise when they compromise, or even appear to compromise, the recipient’s ability to make objective and fair business decisions or when they are
In the highly competitive global marketplace, information about our competitors is a necessary element of business. We will endeavor to obtain such competitive information through legal and ethical means and it will not be accepted or acted upon if it is believed that the information was received unlawfully. In the ordinary course of business, contact with competitors may occur and, when properly controlled, is acceptable to carry out lawful business activities. To avoid any appearance of impropriety, however, you should avoid meeting with a competitor outside of a controlled situation. During meetings when competitors are in attendance, you should adhere to a prescribed meeting agenda. When chance meetings with competitors occur (e.g., when entering or leaving the office of a customer), limit conversations to the exchange of pleasantries. If a competitor brings up any business topic of a prohibited nature – whether directly or indirectly, oral or in writing – employees should not engage in any dialog. Terminate the conversation immediately and tell the competitor that you cannot, under any circumstances, discuss these matters.

You may not acquire, or seek to acquire by improper means, a competitor’s trade secrets or other proprietary or confidential information. Industrial espionage, trespassing, wiretapping and stealing are illegal. Other improper, although perhaps less obvious, practices include actions such as hiring a competitor’s employee to obtain confidential information. Additionally, the Company cannot hire consultants to obtain information using improper means. Improper solicitation, in any manner, of confidential data from a competitor or competitor’s customer violates Company policy.

You shall use sensitive information about other companies only for legitimate business purposes. In addition, you shall make such information available only to Company personnel having a real business need for the information.

You may not offer gifts, gratuities, or any other benefit or favor, to a current or anticipated supplier, vendor, customer or competitor of Company to facilitate the release or receipt of information from others.

We will act in manner that recognizes our commitment to uphold our shareholders’ best interests. INFLOW seeks to earn a profit in an ethical manner, to make investments in the Company’s future and to strive to provide an appropriate return on our shareholders’ equity.
Moreover, INFLOW will act in accordance with all laws and regulations governing the public disclosure of business information. All public statements, whether oral or written, must be clear, truthful, accurate and without omissions. No one may disclose any Company Confidential Information (defined in Section II.D above) without prior proper authorization.

B. Protection of Company Assets

Every INFLOW employee is responsible for the proper use, conservation and protection of Company assets, including, without limitation, its property, warehouses and equipment. The management of INFLOW entity is responsible for establishing and communicating to employees the policies and procedures necessary to meet these responsibilities. In addition to being responsible for the specific Company property entrusted to you, you should also help protect the Company’s property in general by reporting situations or incidents that could lead to the loss, theft or misuse of Company property.

All employees have the responsibility to use and protect these assets in accordance with applicable confidentiality agreements and the guidelines contained in INFLOW policies regarding Information Protection Policy.

C. Accuracy of Company Records

We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, personnel records, as well as all financial records. INFLOW business transactions across the region must be properly authorized and must accurately reflect transactions and events, and conform to required accounting principles and all of INFLOW’s Corporate Finance Department Policies and the Matrix of Authorities. All Company records must be true, accurate and complete and must fairly present the nature and purpose of the activity recorded. No false, misleading or inaccurate records or entries shall be made for any reason. Budget proposals and economic evaluations must justly represent all information relevant to the decision being requested or recommended. Secret and unrecorded cash funds or other assets are forbidden under any circumstances. Company books and records must be kept in accordance with Generally Accepted Accounting Principles or International Financial Reporting Standards and the established guidelines of the Group Finance Department. The retention or proper disposal of Company records shall be in accordance with applicable all applicable statutory and legal requirements. These retention requirements apply not only to paper and non-electronic records, such as correspondence, memoranda, invoices, orders, contracts, agreements, notes, drafts and other documents (collectively, “Non-Electronic Records”), but to all mechanical, electronic or magnetic records, such as hard disks, optical disks, tapes or other storage media (collectively, “Electronic Records”). Prior to destroying any Electronic or Non-Electronic Records, consult with your manager.

Any pending, threatened or anticipated litigation, investigation or audit, or that are placed on “Litigation Hold” by a member of the Legal Department shall not be destroyed for any reason until destruction is expressly authorized by the General Counsel.

VII. Reporting Violations, Disciplinary Actions and Non-Retaliation

A. Reporting Violations

INFLOW employees must strive to comply with this Code and the policies put into practice by the Company. It is each employee’s personal responsibility to take appropriate and consistent action by informing your supervisor, management, the Legal Department, or the Human Resources Department of any violations or suspected violations of this Code. If you believe your manager or supervisor is the violator or complicit with violations, then you should report directly to the Human Resources or Legal Departments. All concerns or reports regarding potential violations or compliance with the Code and the Company’s Policies will be investigated. Violations include not only noncompliance with applicable laws, regulations and this Code, but also a failure by employees and responsible management to detect, report and/or correct any offense. Employees can make anonymous reports and even if Employees choose to identify themselves, all reports will be treated as strictly confidential, in accordance with applicable law.

Any questions regarding the validity or interpretation of this Code, any local Employee Handbook and the Company Policy Manual should be brought to the attention of the Human Resources or Legal Departments.

B. Disciplinary Actions

Managers and supervisors must ensure that this Code is enforced through appropriate disciplinary measures. Any employee violating a provision of country, federal, state, local or foreign law, rules and regulations, the Company’s corporate policies or practices or this Code shall be subject to disciplinary action up to and including termination in accordance with the Company’s Corrective Action Policy. The Company may refer for criminal prosecution violations of applicable laws, rules and regulations. The Company may also institute a civil action in response to such violations to, among other things, enforce its legal and equitable rights and to obtain restitution and damages. You are expected to cooperate fully with Company representatives who are conducting an internal investigation, audit, inquiry or other review.
C. Non-Retaliation

INFLOW policy prohibits any retaliation, direct or indirect, against employees for making reports of a violation of this Code. Retaliation against any employee for reporting an integrity concern is a violation of INFLOW policy, and the individual(s) will be subject to disciplinary action, up to and including termination. If you believe retaliation has occurred, please inform the Human Resources or Legal Departments immediately.

**INFLOW Business Practices/Compliance Office**

complianceofficer@inflowtechnologies.com
DISCLAIMER

BOTH THE EMPLOYEE AND/OR INFLOW ARE FREE TO TERMINATE THE EMPLOYMENT RELATIONSHIP AT ANY TIME AFTER THE REQUIRED NOTICE PERIOD, FOR ANY LAWFUL REASON OR NO REASON AT ALL, WITH PRIOR NOTICE. NO REPRESENTATIVE OF THE COMPANY, OTHER THAN THE PRESIDENT OR A DULY AUTHORIZED OFFICER OF THE COMPANY, HAS THE AUTHORITY TO ENTER INTO ANY AGREEMENT FOR EMPLOYMENT FOR ANY SPECIFIED PERIOD OF TIME OR TO MAKE ANY AGREEMENT CONTRARY TO THE FOREGOING. ANY SUCH AGREEMENTS PURPORTING TO ALTER THE AT-WILL NATURE OF EMPLOYMENT WITH INFLOW IN ANY MANNER MUST BE IN WRITING AND SIGNED BY THE PRESIDENT OR A DULY AUTHORIZED OFFICER OF THE COMPANY.

INFLOW POLICIES AND PROCEDURES, INCLUDING THOSE STATED IN THIS CODE AND THE CODE ITSELF, ARE NOT TO BE INTERPRETED AS PROMISES OR CONTRACTS OF ANY KIND, REAL OR IMPLIED, BETWEEN INFLOW AND ITS EMPLOYEES.

NOR SHALL ANYTHING CONTAINED IN THIS CODE ALTER ANY CONTRACT OF EMPLOYMENT PREVIOUSLY ENTERED INTO BETWEEN INFLOW AND ANY OF ITS EMPLOYEES. INFLOW MAINTAINS THE RIGHT TO CHANGE OR TERMINATE THESE POLICIES OR PROCEDURES AT ANY TIME, WITH OR WITHOUT NOTICE.

INFLOW BENEFIT PLANS AND PROGRAMS, WHICH ARE DESCRIBED IN SEPARATE MATERIALS, MAY BE REFERENCED BRIEFLY IN THIS CODE. EACH BENEFIT PLAN OR PROGRAM SHALL BE SUBJECT TO THE TERMS OF THE SPECIFIC DOCUMENTS BY WHICH IT IS GOVERNED AND INFLOW (OR ITS DESIGNEE) SHALL HAVE COMPLETE DISCRETION TO DETERMINE BENEFIT ELIGIBILITY AND INTERPRET THE TERMS OF EACH PLAN OR PROGRAM. INFLOW RESERVES THE RIGHT TO AMEND, MODIFY OR TERMINATE, IN WHOLE OR IN PART, ANY OF THESE BENEFIT PLANS OR PROGRAMS AT ANY TIME.
INTEGRITY, ETHICS AND ANTI-BRIBERY POLICY

I. Purpose

This policy ensures that INFLOW, and its subsidiaries and affiliates under contract with INFLOW, or one of its subsidiaries (the “Company”) conduct business in accordance with integrity, the highest ethical standards and in compliance with all applicable anti-bribery/anti-corruption laws and regulations. As the company deals with suppliers and customers from around the world, this policy includes the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”),1 and the UK Bribery Act 2010 (the “UK Bribery Act”).2

II. Scope

This policy applies to the Company and its directors, officers, shareholders, employees, representatives, consultants and agents (collectively “Representatives”) in areas of business. Strict adherence to this policy is required, except to the extent that a more stringent law exists in the country in which you work. Although the Company recognizes different legal and cultural environments throughout the world, the Company shall comply with the fundamental legal and ethical principles described in this Policy. All italicized terms are defined in Exhibit A, and attached to (and are incorporated into) this Policy.

III. Policy

It is the Company’s fundamental policy that all business and other activities be conducted at all times with integrity in strict compliance with all applicable laws and regulations of the countries and jurisdictions within which the Company conducts business. This policy is an integral part of our Company Business Code of Conduct which requires compliance with the laws and establishes corporate ethical standards applicable to all the Company’s business dealings. There are serious consequences for Representatives and the Company for failure to adhere to this policy. The penalties for violating the FCPA and/or UK Bribery Act include fines or blacklisting for the Company and fines and/or imprisonment for up to 10 years for individuals.

The Company will compete for all business opportunities vigorously, fairly, ethically, and legally and will negotiate contracts in a fair and open manner. The Company will conduct business in accordance with integrity and the highest ethical standards in compliance with the law. The Company prohibits offers or payments of bribes or kickbacks to win business, influence a business decision or otherwise gain an improper business advantage.

The Company and its Representatives shall neither directly or indirectly, authorize, give, offer, agree or promise to give any money or anything of value to anyone, nor seek or receive any money or other thing of value from anyone, as an inducement or reward for favorable action or forbearance from action or for the purpose of influencing any act or decision - this applies to any gift, offer, agreement or promise made to or

1 The full text of the FCPA can be found at www.usdoj.gov/criminal/fraud/foreign-corrupt-practices-act. The Lay Person’s Guide to the FCPA is located at www.usdoj.gov/criminal/fraud/docs/dojdocb.html.

with any official of any national or regional government, any director or manager of anybody corporate or any other person.

The practice of fairness and professionalism extends to all the activities of the Company and its Representatives. The Company shall maintain effective business controls that prevent and detect unlawful conduct and shall ensure that it has contractual provisions in place with its business partners that require acting with integrity and strict adherence to all applicable anti-corruption laws. The Company shall also notify its customers and business partners and any agent, consultant, joint venture partner, or other representative who may act on behalf of the Company.

IV. The Foreign Corrupt Practices Act

The FCPA does not contain any “materiality” standard; all violations, regardless of the sum of money involved, are considered equally serious.

The FCPA has two primary sections:
1. The anti-bribery provisions make it illegal to bribe a public official; and
2. the accounting standards impose record-keeping and internal accounting requirements.

1. Anti-Bribery Standards

A. The anti-bribery provisions of the FCPA prohibit:
• Offering or giving money or “anything of value” to a public official for the purpose of obtaining or retaining business.
• Offering or giving money or “anything of value” to a public official for the purpose of obtaining or retaining favorable legislation or regulation or other preferential treatment (e.g. relief from import duties).
• Offering or giving money or “anything of value” to a third party while knowing that some or all of the payment will be given or offered to a public official in order to obtain any unfair or unlawful preferential treatment.

The FCPA prohibits making payments to third persons, such as sales agents, distributors or contract partners, while knowing that some or all of such payments will be given to a foreign official in return for an exercise of influence to help a U.S. Company or its subsidiaries or affiliates to obtain or retain business. Under this standard, actual knowledge of the actions of a Company’s agent or partner is not required. Purposeful ignorance will not shield an individual or a company from prosecution under the FCPA. Thus, Representatives may not turn a “blind eye” to activity that appears to violate the FCPA.

B. Permissible Payments
The FCPA permits payment to foreign government officials in limited situations. None of the payments described below in this section may be made or authorized without completing the Company’s Matrix of Authorities, and if the particular transaction is not covered in any section of the Matrix of Authorities, then approval of both the Chief Financial Officer and the HR head is required. Following approval, the
Representative responsible for the transaction must provide copies of all documentation describing the details of the particular transaction and any supporting information related to the authorized payments.

i) Facilitating Payments

The FCPA permits small “facilitating payments” to low level government officials to expedite or secure performance of “routine governmental action” by a foreign official. Examples of routine administrative tasks include: provision of common governmental services such as mail pickup, power and water supply, and processing official papers, such as visa applications or work orders. Routine governmental action will never include any decision to award new business to, continue doing business with or enter into a contract with a particular company or person.

ii) Lawful Payments

The FCPA permits payments that are “lawful under the written laws and regulations of the official’s country. Further the fact that foreign officials routinely solicit and receive bribes does not make the payment of such bribes acceptable corporate action or legal under the FCPA.”

iii) Payment of Reasonable and Bona Fide Expenses

The Company may pay bona fide and reasonable expenditures (including travel and lodging) incurred by or on behalf of a foreign official, if the payments are directly related to either (a) the promotion, demonstration or explanation of products or services or (b) the execution or performance of a contract with a foreign government or agency thereof.

The Company may also provide gifts, meals and entertainment to foreign officials if such expenditures are modest and conform to the laws and customs of the country where incurred and in accordance with the Company’s Gifts, Favors and Entertainment Policy. All such payments must be approved in writing in advance by completing the Company’s Matrix of Authorities, and if the particular transaction is not covered in any section of the Matrix of Authorities, then approval of both the Chief Financial Officer and the HR head is required. Following approval, the Representative responsible for the transaction must provide copies of all documentation describing the details of the particular transaction and any supporting information related to the authorized payments.

2. Accounting Standards

The accounting standards of the FCPA require that companies establish accounting and recordkeeping controls that will prevent the use of ‘slush funds’ and ‘off-the-books’ accounts which have been used in the past by some companies as a means of concealing questionable foreign payments. In particular, the FCPA requires companies to establish and keep books, records, accounts and controls which accurately and fairly reflect their transactions and dispositions of their assets. This includes transactions that relate in any way, directly or indirectly, to a foreign official. The use of Company funds or assets for any unlawful, improper, or unethical purpose, the establishment of any undisclosed unrecorded or otherwise secreted funds or assets of the Company, and all false or artificial entries in its books and records, are all strictly prohibited.
(and also constitutes a separate violation of the FCPA). Personal funds can NOT be used to accomplish what would otherwise be a violation of the FCPA. Of course, this is in addition to the Company’s other policies requiring approvals for transactions and expenditures, and its other accounting controls and procedures.

V. **UK Bribery Act 2010**

The UK Bribery Act makes no distinction between commercial entities and domestic or foreign government officials. All bribes (offered or received), regardless of the value of the bribe or the type of entity the individual is attempting to influence, are violations of the UK Bribery Act.

The UK Bribery Act sets out four main offences:
1. Offering or Paying a Bribe.
2. Requesting or Receiving a Bribe.
4. Failure of a commercial organization to prevent bribery.

1) **Offering or Paying a Bribe**

- Offering, promising or giving *money or “anything of value”* to another person with the intent of inducing or rewarding the person to perform improperly a relevant function or activity. It is immaterial if the offer, promise or transfer is conducted through a *third party* or if the offer, promise or advantage for the benefit of someone other than the person who is to perform (or has already performed) the relevant function or activity.

- Offering, promising or giving *money or “anything of value”* to another person with the knowledge or belief that the acceptance of the money or item of value would itself constitute the improper performance of a relevant function or activity. It is immaterial if the offer, promise or transfer is conducted through a *third party* or if the offer, promise or advantage is for the benefit of someone other than the person who is to perform (or has already performed) the relevant function or activity.

2) **Requesting or Receiving a Bribe**

- Requesting, agreeing to accept or receiving *money or “anything of value”* from another person intending the result to be that the receiver’s (or a third person’s) relevant function or activity should be performed improperly. It is immaterial if the offer, promise or transfer is conducted through a *third party* or if the offer, promise or advantage is for the benefit of someone other than the person who is to perform (or has already performed) the relevant function or activity.

- Requesting, agreeing to accept or receiving *money or “anything of value”* from another person when the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity or is a reward for the improper performance. It is immaterial if the offer, promise or transfer is conducted through a *third party* or if the offer, promise or advantage is for the benefit of someone other than the person who is to perform (or has already performed) the relevant function or activity.
• Improper performance of a relevant function or activity (by an individual or a third person with the individual’s acceptance), in anticipation of, or the consequence of requesting, agreeing to accept, or receiving money or “anything of value” from another person for the improper performance of a relevant function or activity. It is immaterial if the offer, promise or transfer is conducted through a third party or if the offer, promise or advantage is for the benefit of someone other than the person who is to perform (or has already performed) the relevant function or activity.

It is irrelevant whether the person performing the function or activity knows or believes that the performance is improper.

3) Bribing a foreign official
• Offering or giving money or “anything of value” (directly or through a third party) to a foreign public official with the intention of influencing the foreign official in his or her capacity as a public official and with the intention of obtaining or retaining business or an advantage in the conduct of business.

4) Failure of a commercial organization to prevent bribery
• It is a failure of the commercial organization to prevent bribery if any person who performs services for the organization bribes another person intending to obtain or retain business or any advantage in the conduct of business for the organization.

Any British citizen, Company Representative, entity or affiliate that is located in the United Kingdom or is controlled by any UK entity must comply with the UK Bribery Act as the Act covers activities areas of business – regardless where the infraction was committed. Unlike the FCPA, the UK Bribery Act does not carve out exceptions for facilitation payments. Even corporate hospitality may be impermissible if it is determined that it would “subvert the duties of good faith or impartiality that the recipient owes his or her employer”. Under the UK Bribery Act, no facilitating payments or promotional expenses may be paid at any time, regardless of the legality in the local jurisdiction.

In addition to the individual committing the offense, Company officers may also be personally liable for offenses if they have either approved of or remained willfully ignorant of acts of bribery being committed, including failure to comply with this policy.

VI. Reporting Possible Violations

1. Reporting

INFLOW Representatives must comply with this Integrity, Ethics and Anti-Bribery Policy. Any questions regarding the validity or interpretation of this Policy should be brought to the attention of the INFLOW Business Practices/Compliance Office shown below. Failure to comply with this Policy and associated INFLOW policies will result in appropriate employee disciplinary action up to and including termination of employment.
It is each employee's personal responsibility to take appropriate and consistent action by informing your supervisor, management, the Human Resources department of any violations or suspected violations of this Policy. If your manager or supervisor is the violator or is complicit with violations of this Policy, then report the violation directly to the Human Resources department. Violations include not only noncompliance with applicable laws, regulations and this Code, but also a failure by responsible management to detect, report and/or correct any offense. All reports will be treated as strictly confidential.

2. Penalties

Managers and supervisors must ensure that this Policy is enforced through appropriate disciplinary measures. Any employee violating a provision of this Policy shall be subject to discipline, up to and including termination. You are expected to cooperate fully with Company representatives who are conducting an internal investigation, audit, inquiry or other review.

Companies and individuals may be liable under the FCPA and the UK Bribery Act not only for their own actions, but also for actions of external sales agents, distributors, joint venture partners, prime – or subcontractors, consultant or other business associates.

A. FCPA Anti-Bribery

Penalties for violation of this law are severe. The Company can be fined up to US $2,000,000 or twice the gross gain or loss from the offense for criminal violations of the FCPA’s anti-bribery section. In addition, individuals, including officers or directors, can be fined US $250,000 or twice the gross gain or loss from the offense and/or imprisoned for up to 5 years for violating the anti-bribery section of the FCPA. The FCPA prohibits companies from reimbursing any fine imposed on an individual.

In addition to criminal penalties, a civil penalty of up to US $10,000 per violation may be imposed upon a company that violates the anti-bribery section and against any employee or representative of a company who violates the FCPA.

B. FCPA Accounting Standards

The Company may be fined up to US $2,500,000 or twice the gross gain or loss from the offense for violating the FCPA’s accounting section. Individuals who willfully violate the account section of the FCPA may be fined up to U.S. $1,000,000 or twice the gross gain or loss from the offense and/or imprisoned up to twenty years.

In addition to the criminal and civil penalties, the Company may suffer disgorgement of profits and the imposition of an independent compliance monitor to oversee compliance matters. An individual and company found in violation of the FCPA may be precluded from doing business with the U.S. government. Other penalties include suspension or termination of export licenses and debarment from programs under the Commodity Futures Trading Commission and Overseas Private Investment Corporation.

C. UK Bribery Act
Individuals who violate the UK Bribery Act may be fined an unlimited amount and/or imprisoned up to ten years and/or permanent debarment from tendering for public sector contracts in the United Kingdom on behalf of his or her employer. In addition, the Company may face unlimited fines as well.

3. Non-Retaliation

INFLOW policy prohibits any retaliation, directly or indirectly or by encouraging others, against employees for making reports of a violation of this Policy. If you believe retaliation has occurred, please inform the Human Resources department immediately.

complianceofficer@inflowtechnologies.com
hr@inflowtechnologies.com
Appendix A: Definitions

Bribe
When one party gives or offers another party, either directly or through an intermediary, any reward, advantage or benefit of any kind, in order to influence the making or not making or implementation of a decision or act by the party concerned.

Facilitating Payment
A payment made solely to expedite or secure the performance of the following routine government actions only:
- Obtaining licenses, permits and other official documents to qualify to do business;
- Processing governmental papers, such as visas and work orders;
- Providing police protection, mail services, and inspection of goods or of contract performance;
- Providing telephone service, utilities, loading or unloading cargo, and protecting perishable goods from deteriorating; and actions of a similar nature.

Public Official
"Public official" means any officer or employee of a government or any department, agency, or instrumentality of a government. The term also includes any officer or employee of a public international organization such as the World Bank or the African Union. Furthermore, any person acting in an official capacity for any government agency, department or instrumentality, or for a public international organization is a "public official." An entity hired to review bids on behalf of a government agency would be covered by the term.

The U.S. Department of Justice has also stipulated that the following persons would be included in the definition of a foreign "public official":
- Officers and employees of foreign state-owned companies;
- Uncompensated honorary officials if such officials can influence the awarding of business; and
- Members of royal families who have proprietary or managerial interests in industries and companies owned or controlled by the government.

The FCPA also prohibits bribes to foreign political parties and their officials as well as to candidates for foreign political office.

Any doubt or confusion about whether a particular person is a government official should be resolved by assuming that the individual involved is a government official for the purposes of the policy.

Government
An agency, instrumentality, subdivision, or other body of any national, state, or local government, including hospitals or other health facilities that are owned or operated by a government, and including regulatory agencies or government-controlled businesses, corporations, companies, or societies.

Knowing
A company or person has knowledge of prohibited conduct if the company or person (a) is aware that such person (to whom company resources are given) is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur, or (b) has a firm belief that such circumstance exists or that such result is substantially certain to occur. A company or person is also deemed to have knowledge of a
particular circumstance if the company is “aware of a high probability of the existence of such circumstance, unless the person actually believes that such circumstance does not exist.” Thus, a U.S. corporation can be held liable if its actions indicate a conscious disregard or deliberate ignorance of circumstances that should reasonably alert the company to the high probability of illegality. A corporation cannot turn a blind eye to suspicious activities of its foreign finders, agents, representatives, or partners, hoping not to learn of prohibited activity.

Money or "Anything of Value"
The use of the phrase “anything of value” means that not only money bribes are forbidden, but also bribes constituting such things as:

- Stock;
- Entertainment;
- Gifts;
- Discounts on products and services not readily available to the public;
- Offer of employment;
- Assumption or forgiveness of debt;
- Payment of travel expenses; and
- Personal favors.

Payment
Money, transfer of stock, bonds, or any other property, the payment of expenses, the providing of services of any type, the assumption or forgiveness of any indebtedness, or any other transfer of goods, services, tangibles, or intangibles that accrues to the benefit of the ultimate recipient or promotes him or her.

Third Party
Any person not a party to the transaction, usually a sales intermediary between the Company and the final customer or end-user of the Company’s products or services.
Gifts, Favors, Entertainment & Hospitality Policy

I. Purpose

INFLOW employees must deal with suppliers, customers and others doing business with the company in a manner that avoids even the appearance of any undue or unfair influence.

Business gifts and entertainment are courtesies designed to build understanding and goodwill among people in a business relationship, and in some cultures they play a very important role. Problems arise when they compromise, or even appear to compromise, the recipient’s ability to make objective and fair business decisions or when they are contrary to applicable laws. Directly or indirectly offering or receiving any gift or entertainment that might be perceived to improperly influence a business interaction violates INFLOW’s commitment to maintaining objectivity and transparency in its relationships. For this reason, all INFLOW employees are expected to know this policy and to know the equivalent policies of our partners and customers. Any business courtesy should always comply with the policies of the recipient’s organization, and those we are doing business with should understand INFLOW’s policy as well.

II. Scope

This policy applies to the Company and its directors, officers and employees (collectively “Employees”) across the region. Although the Company recognizes different cultural norms in business throughout the world, the Company and its Employees shall comply with the fundamental legal and ethical principles described in this Policy when undertaking business-related activities.

III. Policy

“Gifts, favors and/or entertainment” means anything of value provided or received when the underlying basis or the primary relationship is related to the Company’s business. This includes, but is not limited to, meals, lodging, discounts (other than those in the ordinary course of business), loans, cash, favorable terms on any product or service, services, equipment, prizes, products, transportation, use of vehicles or vacation facilities, stocks or other securities, home improvements, tickets and gift certificates. For clarity, the definition “gifts, favors and/or entertainment” is not intended to capture promotions, special pricing or discounts that may be given or received provided they are reasonable and appropriate for the size and type of transaction or otherwise arise in the ordinary course of the Company’s business.

All gifts, favors and/or entertainment provided to or by third-parties must be moderate, proportionate and reasonable and:

- Comply with applicable law and the policies of the employer of the other party;
- Contribute to the business relationship and be consistent with legitimate business goals. If, for example, you are offering tickets to a sporting or cultural event, you must attend the event as well; and
- Not be of such a nature that they could embarrass INFLOW if they were publicly disclosed or could be construed as discriminatory or offensive; and
- Notwithstanding potential embarrassment to INFLOW, “Adult entertainment,” is always inappropriate and will in no circumstances be funded by the Company; any attendant expense claims will be rejected and could result in disciplinary action.
These rules may not be circumvented by giving or receiving gifts, favors and/or entertainment through family, friends or others.

Accepting or offering social amenities or business courtesies such as modest gifts, favors or entertainment is common in the commercial work environment and is meant to create goodwill and enhance business relationships. Using good judgment and moderation, occasionally exchanging gifts, favors or entertainment of nominal value with employees of a non-governmental entity is appropriate, unless the recipient’s employer forbids the practice (it is your responsibility to learn the policy of our business partners and customers before giving gifts, favors or entertainment). Examples of what is generally acceptable include:

- Non cash gifts of nominal value; while this may vary from situation to situation, you should be guided by common sense and the prevailing standards in the Company’s industry.
- Customary and reasonable meals and entertainment at which the giver is present, such as the occasional business meal or sporting event;
- Giving or accepting promotional items of nominal value, such as pens, calendars and coffee mugs.
- Gifts/items given to attendees of large gatherings (i.e. trade shows) which are not provided to any particular individual as an inducement are permitted and are not included in the threshold calculations below. For example, if all conference attendees are given a gift bag with a value of Rs, 2000 (or local equivalent), accepting the bag would not be a violation of this Policy.

Although modest gifts or entertainment may be provided to employees of a government entity extra care and caution must be exercised. The policies of governments on gifts and entertainment vary extensively and frequently prohibit the offering gifts or entertainment entirely. In the case of government entities, their policies must be checked before any gifts or entertainment are offered regardless of value.

**Certain types of gifts, favors and entertainment are never permissible, including but not limited to:**

- The offer or acceptance of cash or cash equivalent (such as loans, stock, stock options, or other monetary instruments such as bank checks, traveler’s checks, money orders, investment securities or negotiable instruments);
- The offer or acceptance or participation in any gifts, favors or entertainment that are unsavory and/or would embarrass INFLOW by its public disclosure, including “adult entertainment”;
- Using your own money or resources to pay for gifts, favors or entertainment for a customer, vendor or supplier that would otherwise be impermissible for the Company to pay for itself under this Policy;
- The offer, acceptance or request of anything as part of an agreement to do anything in return for gifts, favors or entertainment.

Extra care should also be exercised if you are providing gifts or hospitality in the context of a competitive tender or major contract negotiation. In certain circumstances taking or receiving hospitality during a tender process could result in a tender submission being disqualified.

**Acceptable Limit for Receiving or Offering Gifts, Favors, Entertainment or Hospitality**

In order to offer gifts or hospitality an employee must seek pre-approval via the process set out below. If an employee is offered gifts or hospitality the employee must seek approval if applicable, prior to receipt of the
gift, favor or entertainment. It may be difficult under certain circumstances for an employee to turn down a gift or hospitality made with good intentions. Therefore, an employee who has received a tangible gift or hospitality without prior approval must make a written declaration of the item or activity by following the same procedure set forth below for prior approval. The employee will be notified if the approvers determines that the gift or item is excessive or inappropriate in which case the employee will be requested to turn over the item to the Company for disposition.

The current thresholds for approval are as follows and are also set forth in the Matrix of Authorities:

<table>
<thead>
<tr>
<th>Value Threshold</th>
<th>Approval Required</th>
</tr>
</thead>
<tbody>
<tr>
<td>Upto Rs.2500</td>
<td>No Approval</td>
</tr>
<tr>
<td>Rs.2501 to Rs.25000 or local currency equivalent</td>
<td>Business Head approval via email notification to HR</td>
</tr>
<tr>
<td>Greater than Rs.25001 or local currency equivalent</td>
<td>Business Head &amp; CFO approval via email; notification to HR</td>
</tr>
</tbody>
</table>

These thresholds are subject to amendment. Any changes will be communicated to employees promptly, and the current policy will be posted on the Company’s Infocenter. It is crucial that all employees regardless of seniority comply with this requirement of approval to ensure that the Company meets its legal obligations regarding auditability and transparency. Failure to comply with this requirement could result in disciplinary action being taken by the Company; furthermore, where expense claims are made for gifts and hospitality that have not been pre-approved, such claims will be rejected.

Notwithstanding the approval process this policy applies to all gifts and entertainment regardless of value and the Employee is as responsible as the Company in making a judgment as to whether or not gifts or entertainment are appropriate.

**Business Travel**

In some circumstances, INFLOW may need to provide business travel to third-parties (such as customers). Similarly, other companies, such as suppliers, may offer business travel to INFLOW employees. It is imperative that such travel cannot be construed or seen as impacting on the recipient’s professional judgment. You may provide or receive travel-related expenses (such as transportation, lodging and meals) only if and to the extent that such expenses are reasonably related to a legitimate Company business purpose. Such lodging and accommodation must not be lavish or excessive and must only be received or provided to the extent necessary to support the associated business activity. In addition such lodging and accommodations must be consistent with INFLOW’s travel guidelines in all respects including class of service for air travel.

**Assistance**

It is impossible to enumerate all of the circumstances and potential situations that may arise with regard to the offer and acceptance of gifts, favors and entertainment. If you have any questions regarding the propriety of offering or accepting a gift, you should contact your HR department.

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3 The employee will be notified if the Management team determines that the gift or item is excessive or inappropriate in which case the employee will be requested to turn over the item to the Company for disposition.

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CONFLICT OF INTEREST POLICY

I. Purpose

INFLOW, (“Company”) employees must deal with suppliers, customers and others doing business with the Company in a manner that avoids even the appearance of conflict between personal interests and those of the Company.

Employees and others acting on the Company’s behalf must be free from conflicts of interest or the appearance of a conflict that could adversely influence their judgment, objectivity or loyalty to the company in conducting Company business activities and assignments.

II. Scope

This Policy applies to those representing or acting on behalf of the Company, including all officers, directors and employees, of the Company (collectively, “Employees”).

III. Policy

Employees are expected to devote their best efforts to the interests of the company and conduct of its affairs. Employees should avoid actions or relationships that might conflict or appear to conflict with your job responsibilities or the interests of the Company. This includes romantic relationships with certain other employees and accepting gifts that violate the Company’s Gifts and Entertainment Policy.

The company recognizes the right of employees to engage in activities outside of their employment here that are of a private nature and unrelated to the Company's business. However, a policy of full disclosure will be followed to assess and prevent potential conflicts of interest from arising. Further, the following activities are specifically prohibited unless there is prior written approval of a member of the Company’s management:

- Seeking or accepting outside employment or interest that prevents the employee from performing his or her job full time during working hours;
- Acting as a broker, finder or intermediary for the benefit of a third party in transactions involving the Company;
- Using confidential or non-public information that may be acquired in the course of employment related activities;
- Owning, directly or indirectly, financial or stock ownership interest in INFLOW suppliers, customers or competitors. However, an employee may own up to 4.99% of the stock of these entities so long as the stock is in a public company and the employee does not have discretionary authority in dealing with that company;
- Obtaining employment with or serving on the board of directors of one of Company’s competitors or with a company with which Company does business and failing to disclose that relationship to and obtain prior written approval from a member of the management;
- Providing business to an individual or entity owned or controlled by an employee or his or her family; and
• Seeking or accepting any other business relationship with a third party (e.g., a supplier, vendor, customer or competitor), or with a person positioned to influence the third party, for personal gain for the employee, the employee’s family or friends, where that relationship may impair the Company’s interests.

Failure to disclose or discuss information related to any of the above points may lead to disciplinary action up to and including termination. Any questions regarding a possible conflict of interest or outside work should be discussed with your immediate supervisor, Human Resources Department.
INFLOW NETWORK POLICY

I. Purpose

The purpose of the IT Network Policy (“Policy”) is to provide all users of the Network with clear instruction for their use of the Network and protect the Network and Company’s confidential and proprietary information on the Network. This Policy is mandatory for use by every user of the Network within the Group (“User”) and may not be deviated from, without the prior consent of IT Team management.

II. Scope

IT Team of Inflow, is responsible for creating, maintaining and protecting the security of the Network for INFLOW and all of its subsidiaries (“Company”). The Company Network is a group of computers, terminals and other devices and the hardware and software that enable these devices to exchange data and share resources over short or long distances and includes servers, data, databases, metadata and transmissions, software applications, telephones, email systems, voicemail systems and user interfaces such as desktop personal computers (“Desktops”), hand held devices such as Palm Pilots, Droids, BlackBerries, and smartphones (“Smartphones”), Notebook personal computers (“Notebooks”), pagers and cell phones (“Mobiles”).

This policy applies to employees, contractors, consultants, and other anyone working at Company, including all personnel affiliated with third parties. This policy also applies to all equipment that is owned or leased by Company.

III. Policy

1. The Network is to be used by Users for the purpose of conducting the day to day business of the Company; however, limited personal use of the Company’s Network and equipment is permitted so long as it does not interfere with job performance, consume significant resources and time, give rise to more than nominal additional costs, or interfere with the activities of the employee’s job responsibilities and duties.

2. The Network and all information on the Network is owned by Company. Any information placed on the Network by a User shall be deemed to be the sole property of Company. Users should take all necessary steps to prevent unauthorized access to information placed on the Network that is confidential.

3. The Network shall be monitored by IT Team and all information put on the Network by a User may be monitored, read and removed by IT Team, in its sole discretion, except where precluded from doing so by applicable law.

4. Except as provided herein, all equipment within the Network must be purchased solely by IT Team and users may not purchase any equipment within the Network without the prior approval of IT Team management. In certain circumstances, Smartphone devices may be purchased on a departmental level based upon their need and budget provided that such equipment comply with current IT Team Standard Equipment and Platform Specifications. Every User is responsible for equipment provided to him or her by Company, and should take caution to prevent damage and theft of such devices.

5. Users may not connect any equipment of any kind to the Network other than as provided by IT Team or purchased in accordance with the Policy, without the prior approval of IT Team management.

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6. Users may not use any software applications other than as set forth in the list of IT Team Standard Applications, without the prior approval of IT Team management.

7. IT Team is solely responsible for loading software applications on to the Network. Users may not load software applications on to the Network, Desktop or Notebook without prior approval from IT Team.

8. Any software applications on the Network without approval of IT Team management will be deleted by IT Team without notice to the User.

9. All Company email must be conducted over the Network’s email system. Any transmission of Company business over any other email system is strictly prohibited.

10. Users will keep all passwords and security codes that they are provided with regard to the Network in strict confidence and not disclose such information other than to appropriate IT Team personnel when requested to do so.

12. Users are permitted to use only that part of the Network to which they are granted access by IT Team. Users are not permitted to access any other User’s email, data and voicemail without prior authorization of IT Team management and the other User’s management.

13. Users of Notebooks must regularly back up Company information to the Network provided by the IT Team.

14. Users may not have remote access to the Network without the prior approval of IT Team. All remote access to the Network shall be through the method approved by IT Team.

15. IT Team will provide support regarding the Network to Users. Users may not obtain support from any other entity without the prior approval IT Team management.

16. Users must adhere to IT Team Standards of Operation for the Network.

Examples of prohibited use of the Network:

- Downloading, disseminating or viewing discriminatory, harassing or offensive material.
- Engaging in criminal or illegal activity.
- Engaging in activity that exposes the company to legal or civil liability (for example tortious or wrongful acts).
- Unauthorized disclosure of Inflow Company confidential or proprietary information.
- Engaging in audio or video streaming that is not related to Company’s business and the User’s job.
- Use that violates the terms of use between Company and any service provider to the Company Network.
- Conducting any business other than the business of Company.
- Encrypting or otherwise restricting access to data by Company management.
- Loading or using any unauthorized or unlicensed applications.
- Use in contravention of any other policy of Company (including the Code of Conduct, any Employee Handbook or management directive).
ALL INFORMATION OR SOFTWARE APPLICATIONS PLACED ON THE NETWORK IN VIOLATION OF THIS POLICY SHALL BE SUBJECT TO BEING READ AND DELETED BY PERSONNEL OF IT TEAM WITHOUT WARNING EXCEPT WHERE PRECLUDED FROM DOING SO BY APPLICABLE LAW.

Any violation of this policy may result in disciplinary action up to and including termination of the User’s employment at INFLOW.
SOCIAL MEDIA POLICY

I. Purpose

Social media represents a fundamental opportunity for INFLOW, to evolve its means and style of interaction with customers, vendors, business leaders, and the public, as well as expand and deepen such interactions. INFLOW trusts that all employees will act ethically, responsibly and professionally and exercise good judgment in professional interactions including when communicating on such sites. However, in order to ensure that employees’ use of social media is consistent with the principles embodied in the Business Code of Conduct and other Company policies, the Company has adopted this policy which provides guidelines and establish standards for acceptable use of social media for the Company.

The Company acknowledges that employees may participate in social and electronic media across both business and personal activities. It is important that employees remember that any information placed on these platforms can easily become public and should be treated accordingly. Even if your social media activities take place entirely outside of work, they can influence your ability to conduct your job responsibilities, your colleagues, and INFLOW’s business.

II. Scope

This policy applies to all INFLOW employees, contractors, representatives, and agents (collectively “Employees”). This policy applies whenever and however you participate in a social media platform whether with the actual authority or with apparent authority to represent the Company. It applies if you choose to make references to INFLOW when you are using social media in a personal capacity.

“Social Media” includes all forms of public, Web-based communication and expression that bring people together, including but not limited to, Social Networking sites, Forums and Discussion boards, Blogs and Micro-blogging sites, Online Encyclopedias, Video and Photo sharing, etc. Examples of common social media platforms include: Facebook, Flickr, Foursquare, Google Groups, LinkedIn, MySpace, Twitter, Sidewiki, Wikipedia, Yahoo! Groups, and YouTube.

Regardless of whether employees participate in any online medium primarily for personal or business purposes, it is realistic to expect that information shared online in both instances may become public. You should be mindful that what is published online will be public for a long time.

Even if your social media activities take place completely outside of work, it is important to remember that what you say and do can affect INFLOW’s business interests, your ability to perform your job responsibilities, and your colleagues’ ability to perform their jobs. Therefore, employees are expected to consider the impression they make about themselves and INFLOW whenever they engage in social media.

III. Policy

All Company guidance applicable to social media activity. When participating in social media, all employees must abide by the following guidelines:

1. Only those employees, who have been specifically authorized to speak on behalf of the Company as determined by the CEO, may do so through social media platforms. If you have been approved to
speak for the Company, you must adhere with relevant provisions of the Company’s Communication Policy, including:

a. DO NOT disclose any information that jeopardizes or reveals our competitive position in the market.

b. DO NOT disclose market share, revenues, customer lists or any other of Inflow’s proprietary information INCLUDING information on our vendors.

c. DO NOT make any forward looking statements and do not speculate about the performance of our company or any other company.

d. Do not comment on vendor activities and do not under any circumstances disclose proprietary information that you may have regarding vendor operations.

e. Do not hold yourself out as representing the Company’s views in any way. Be clear you are speaking for yourself and not on behalf of the Company. Only include personal contact information, not your business contact information. Perhaps use a disclaimer such as: “The postings on this site are my own and don’t necessarily represent Inflow’s positions, strategies, or opinions.”

2. Employees that receive requests for comment or other information should be directed to CEO or any other designated official authorized to represent the Company.

3. Despite the care you may take not to hold yourself out as representing the Company's views, any statements, images, or material you post may still be viewed as speaking on behalf of the Company. Therefore, your personal online activity may be subject to the Company’s Code of Conduct and/or other Company policies.

4. Anything which could be considered proprietary, confidential, or intellectual property must be kept confidential, consistent with the Company’s Business Code of Conduct. Employees should disclose only publicly available information about Inflow.

5. In all communications related to your work at Inflow, you must disclose your employment with Inflow. Limit references to your work at the Company to describing simple factual information about your position (e.g., title, location, tenure, department). False or assumed identities, or sock puppets, are prohibited when contributing, editing, or modifying content related to the Company.

6. Ensure that any content you publish is factually accurate and the publication complies with all relevant Company policies, including but not limited to, the Company’s Electronic Communications Systems Policy. Be careful with postings and be mindful that they will reflect on the Company, and you must ensure that comments do not damage Inflow’s reputation.

7. Limit contributions to your area of expertise, but remember that any references that mention Company products and services that go beyond brief factual information about your position, or include Company contact information may be considered advertising and marketing, and is prohibited without prior review and approval by the Business Head.

8. You may not use Inflow’s or any third party’s logo, graphics, trademarks, trade names, or corporate slogans, without express permission to do so.
9. Employees must not make comments that could be considered discriminatory, bullying, defamatory, insulting, or inappropriate to Inflow or others. Offensive or threatening language must be avoided when referencing and/or representing the Company.

10. Ensure that you do not knowingly disclose or use the identity of another Inflow employee or any Inflow business partner or competitor (including by name or any variation of the name).

11. Respect other participants – even if they don’t agree with you. As a representative of the Company, your reputation and that of the Company should be maintained at all times through polite and thoughtful discussion. Address the topic at hand, rather than directing comments at other individuals. Additionally, avoid discussing topics that may be inflammatory such as religion and politics.

12. Employees must abide by all laws their jurisdiction when participating in social media, such as copyright, finance and securities legislation.

13. Comply with any Terms of Use of any website or social media platform.

Remember that anything transmitted through the Company’s Electronic Communication Systems, including access to social media via the Internet and Company-issued devices (i.e. smartphones), is subject to the Company’s Business Code of Conduct. INFLOW reserves the right to monitor the use of company computer equipment as described in the Code and may monitor blogs, social networking sites and other social/electronic media. Further, the Company may request that you temporarily confine your social media topics to those unrelated to the Company, or in rare cases that you temporarily suspend your social networking activity altogether if the Company believes that it is necessary or advisable to ensure regulatory or other compliance with laws and/or to protect the Company’s interests.

Failure to comply with this policy and guidelines, the Company’s Business Code of Conduct or any other INFLOW policies while participating in social media, may lead to legal or disciplinary action by the Company, and depending on the severity of the activity, civil and/or criminal penalties.

As Social Media is an evolving form of communication and expression, this policy may change without prior notice. Updates and changes to this policy will be communicated by email and posted on the Company’s website. Employee inquiries regarding this policy should be directed to Human Resources.